

JOSEPH C. COVE, ESQUIRE PC
A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
NINE NORTH MAIN STREET
P.O. BOX 390
UXBRIDGE, MA 01569
(508) 278-6711

FAX: (508) 278-6491

Joseph C. Cove

www.covehogarthlaw.com

Andrea D. Hogarth

Also admitted in Rhode Island

Tuesday, April 26, 2016

Via Certified Mail, RRR to all Addressees

Upton Board of Selectmen
Upton Municipal Offices; Room 102
One Main Street
Upton, MA 01568

Upton Board of Assessors
Upton Municipal Offices; Room G06
One Main Street
Upton, MA 01568

Upton Planning Board
Upton Municipal Offices; Room 101
One Main Street
Upton, MA 01568

Upton Conservation Commission
Upton Municipal Offices; Room 202
One Main Street
Upton, MA 01568

Massachusetts Department of Conservation & Recreation
Clinton Field Office; (Evelyn Jimenez, Regional Director)
Attn: Mr. Guy LaChance, State Forester
355 W. Boylston St.
Clinton, MA 01510

Re: Notification of Conversion of Use of Chapter 61A Property
Landowner: Harvey J. Trask @ 142 Mendon Road, Upton, MA 01568 c/o Joseph C. Cove, Esq. @ Box 390 in Uxbridge, MA 01569
Parcels: Upton Assessors' Map 29, Parcel 67 and Map 25, Parcel 31 (the "Property")
Conversion of 8.41 acres of a 45.00-acre parcel (AP29/67) and 10.81 acres of a 16.77-acre parcel (AP25/31) for use as Solar Farm.

Ladies & Gentlemen:

The above-referenced Property has historically been utilized as agricultural/forested land, and is presently classified by the Town's Board of Assessors under the provisions of MGL Chapter 61A. In March of 2015, we agreed with Nexamp, Inc. of 4 Liberty Square, Boston, MA to enter into a long term ground lease of an appropriate portion of the Property for Nexamp's use as a

large scale solar farm (the "Project"), on the condition that Nexamp could obtain the requisite permits and approvals from any and all regulatory entities with jurisdiction over their Project. Final approvals and permits are now in place from the local electric distribution company, from the Town's Planning Board and Conservation Commission, and from other relevant governmental authorities. Consequently, Nexamp has now advised us that they are prepared to commence construction. All parties are aware, of course, that in light of the Property's present Chapter 61A classification and the proposed conversion of 8.41 acres of the 45.00 acre parcel and 10.81 acres of the 16.77 acre parcel, the "Property" to Nexamp's disqualifying use as a large scale solar farm, it is now necessary to file this Notice of Conversion with the above-named Addressees in order to trigger the 120 day option period during which the Town of Upton or its qualified conservation organization or agency can exercise its right of first refusal to pay fair market value for the Property.

This certified letter is intended to serve as the requisite statutory notification to the Town of Upton of our intent to convert 8.41 acres of the 45.00 acre parcel and 10.81 acres of the 16.77 acre parcel, the "Property" to a disqualifying use, i.e.: that of a large scale solar farm. As required by statute, the following information is hereby submitted:

1. A statement of intent to convert (provided by applicable provisions of this Notice);
2. A statement of proposed use of the land (a fully permitted large scale solar farm, as indicated above);
3. The location and acreage of land as shown on a map drawn at the scale of the Assessors' map in the town in which the land is situated (enclosed herewith)
4. The name, address and telephone number of the landowner (Mr. Harvey J. Trask @ 142 Mendon Rd. in Upton, MA 01568 c/o Joseph C. Cove, Esq., @ 9 North Main St., Box 390 in Uxbridge, MA 01569, 508-278-6711);
5. A legal metes and bounds description of the disqualifying parcel (enclosed herewith);

6. In the case of intent to convert the land to other use, the name of the landowner's attorney (Joseph C. Cove, Esq., @ 9 North Main St., Box 390 in Uxbridge, MA 01569, 508-278-6711, email: joseph.cove@covehogarthlaw.com);


Because a portion of the parcel currently enrolled in Chapter 61A is being converted to an ineligible use without a sale, it is the Parties' understanding that the Town will have the option of purchasing the disqualifying parcel at its full and fair market value, to be determined by a qualified independent appraiser hired by the Town within the first thirty (30) days after this Notice. Should the Town determine to exercise this option, please have the selected appraiser contact us, as the terms and conditions of the Parties' Ground Lease would at that point in time be not only relevant but essential to a determination of the disqualifying parcel's full and fair market value. It is our understanding that this Notice of Intent would normally trigger a one hundred twenty (120) day Option Period on the Town's part which would begin running on the day following the date of deposit of this Notice in the United States mail. As indicated above, this Notice with appropriate enclosures is being sent via certified mail, return receipt requested, to the Addressees in question and is being deposited with the post office as of the date of this letter.

Because this is a conversion and not a sale of the disqualifying parcel, however, it is our further understanding that absent unexpected contingencies, we should receive notice of the Town's intent to purchase (or not purchase) the disqualifying Parcel for its full and fair market value within thirty (30) days. We expect to hear from you in the not-too-distant future, and we thank you in advance for your prompt and thoughtful consideration.

For your convenience, we have enclosed a Notice of Non- Exercise of Option for your signature.

Yours truly,

Harvey J. Trask
By his Attorney



Joseph C. Cove, Esq.

Encl. Plan for Removal of Land from Ch. 61A (2 plans) by Andrews Eng. & Survey, Inc. dated 3/11/16; Notice of Non Exercise of Option.

Cc: Harvey Trask

Chris Clark and Alan Clapp, Nexamp, Inc.
Stephen O'Connell, ASE, Inc.

NOTICE OF NON-EXERCISE OF OPTION
TOWN OF UPTON
BOARD OF SELECTMEN
UPTON MUNICIPAL OFFICES
ONE MAIN STREET
UPTON, MA 01568

Re: Notification of Conversion of Use of Chapter 61A Property
Land Owner: Harvey J. Trask/ Milford National Bank as Trustee HJT Realty Trust
c/o Joseph C. Cove, Esquire
9 North Main Street, P.O. Box 390, Uxbridge, MA 01569
Parcels: Upton Assessors Map 29, Parcel 67 and Map 25, Parcel 31
(the "PROPERTY")
Conversion of 8.41 acres of a 45 acre parcel (AP 29/67)
And 10.81 acres of a 16.77 acre parcel (AP 25/31) for use as a solar farm

With this notice, the Town of Upton acting through its Board of Selectmen in accordance with the provisions of General Laws, Chapter 61A, Section 14 gives notice that the Town of Upton will not exercise its option or assign its right to exercise its option to purchase the above referenced property and releases any and all rights to its option to buy and rights of first refusal under Chapter 61A as to the above referenced property.

In Witness whereof, we have caused this notice to be signed in the name of the Town of Upton by its duly authorized Board of Selectmen this ___ day of _____, 2016.

COMMONWEALTH OF MASSACHUSETTS

Worcester, ss.

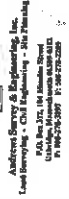
On this ___ day of _____, 2016, before me, the undersigned notary public, personally appeared _____, proved to me

through satisfactory evidence of identification, which was photographic identification with signature issued by a federal or state governmental agency, oath or affirmation of a credible witness, personal knowledge of the undersigned, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.

Notary Public

Seal of Notary

My Commission Expires: _____



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WINNER OF RECORD:
HARVEY A. TRASK
42 MENDON STREET
SPRINGFIELD, MA 01108

MAP 25, PARCEL 31
 MAP 28, PARCEL 67
 TOTAL AREA 61.66 ACRES
 PLANNING INFORMATION:
 ZONE: COMMERCIAL & INDUSTRIAL (CMI)
 MINIMUM AREA: 40,000 S.F.

MINIMUM FRONTAGE: 180'
SETBACKS: FRONT 30', SIDE 20', REAR 20'

40810.

AND REFERENCES:	AND REFERENCES:
R. 5834, PG. 310	B. 187, P. 107
R. 6044, PG. 151	B. 422, P. 48
	B. 629, P. 85

4

[illegible]

DATE	MARCH 11, 2018
CHECKED BY	BJA
PROJECT NO.	2015-085
PLAN NO.	L-4750

GRAPHIC SCALE

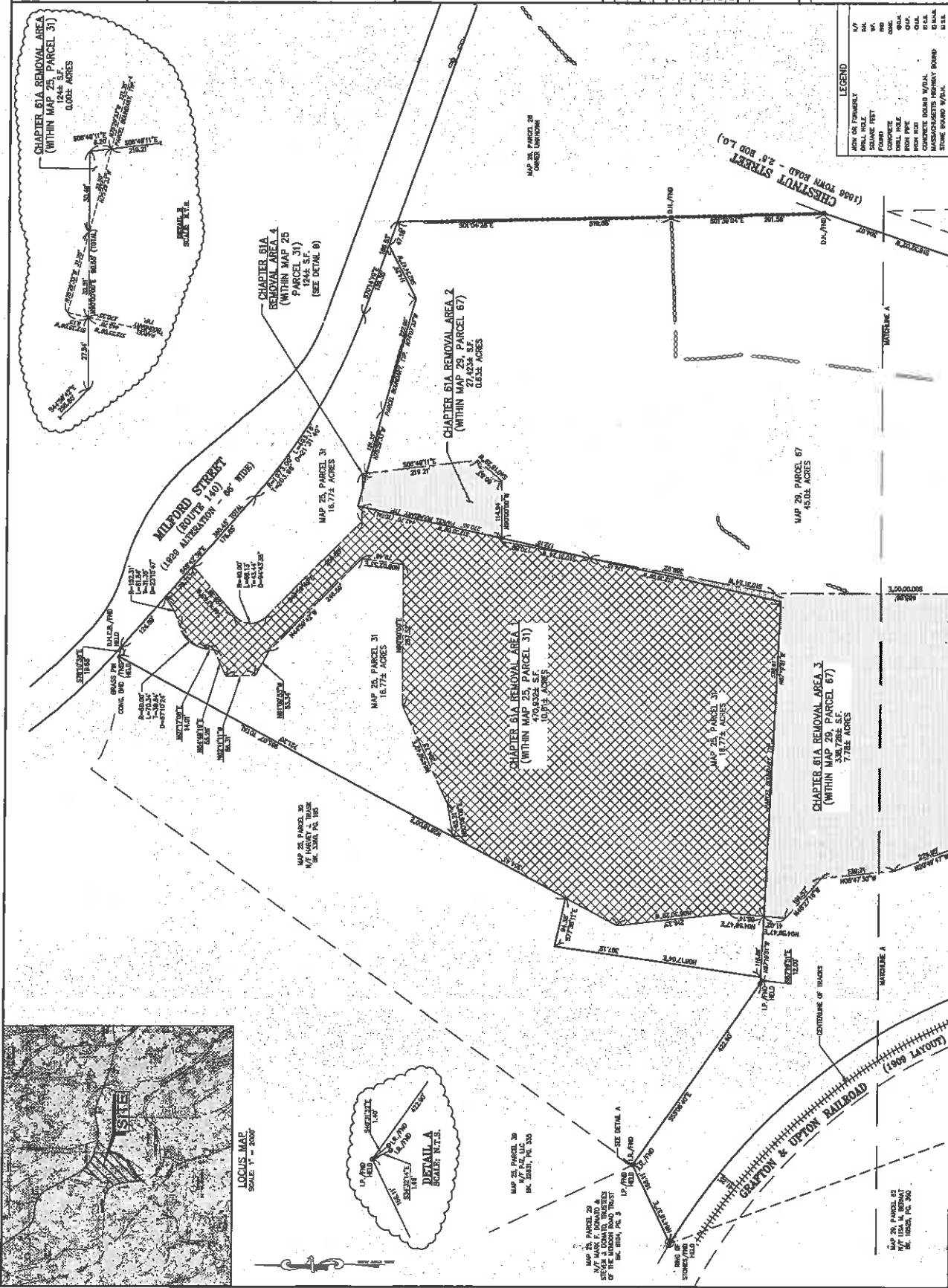
TITLE

(in feet)

1 inch = 60 feet

ON
MILFORD STREET AND
CHESTNUT STREET
IN

UPTON, MA
FOR
UPTON SOLAR, LLC
SHEET 1 OF 2





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NUMBER OF RECORDS:
HARVEY J TRASK
122 MEXICO STREET
WILMINGTON, MA 01898

AP 25, PARCEL 3)
AP 26, PARCEL 67
TOTAL AREA: 81.84 ACRES
FOR MORE INFORMATION,
SEE COMMERCIAL & INDUSTRIAL (CMI)

MINIMUM AREA: 40,000 S.F.*
MINIMUM FRONTAGE: 180'
SETBACKS: FRONT 30', SIDE 20', REAR 20'

INDUSTRIAL DISTRICTS, EXCEPT AS HEREIN PROVIDED, NO BUILDING SHALL BE CONSTRUCTED ON A LOT HAVING LESS AREA OR HAVING LESS FRONTAGE ON A PUBLIC OR PRIVATE WAY THAN THE AREA AND FRONTAGE, RESPECTIVELY, REQUIRED FOR THE LEAST DETRACTED SINGLE RESIDENTIAL DISTRICT ADJACENT

EDU. 10.
ED. 10130453.
C. 5230, PG. 330
C. 8444, PG. 151

AM REFERENCES

1



SECRET, AUTH: JAA, LAD

REVISED LINES		DESCRIPTION
L	DATE	

DO FILE	.. \09\2013-085_61A.doc
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ANN BY	SJD, TRB
EXCSD BY	BIA
DATE	MARCH 17, 2010

PROJECT NO.	2015-08D
PLAN NO.	L-1780
GRAPHIC SCALE	

(20 PART)
1 inch = 25 mm

FILE

PLAN FOR REMOVAL OF
AND FROM CHAPTER 61A
ON

**MILFORD STREET AND
CHESTNUT STREET
IN**

UPTON, MA
FOR
UPTON SOLAR, LLC

SHEET 2 OF 2

CHRISTNUT STREET
(1886 TOWN ROAD - 267 ROD 7.0)

MAP 29, PARCEL 6
45.0± ACRES

CHAPTER 61A REMOVAL AREA 3
(WITHIN MAP 29, PARCEL 67)
338,726± S.F.

MAP 29, PARCEL 67
: 45.0± ACRES

GRAFTON & UPTON RAILROAD (1909 LAYOUT)

MAP 28, PARCEL 66
W/F JOSEPH A. &
SANDRA MERUSI

MAP 28, PARCEL 62
W/F LISA M. BERMAT
HC 10574, DO VEG

LEGEND

NOW OR FORMERLY
DRILL HOLE
SQUARE FEET
FOUND
CONCRETE
DRILL HOLE
IRON PIPE
HIGH ROAD
CONCRETE BOUND W/D.N.
MASSACHUSETTS HIGHWAY BOUND
STONE BOUND W/D.N.
STONEWALL

ASSESSOR'S MAP	ASSESSOR'S PARCEL	EXISTING LOT AREA	CHAPTER 61A - TOTAL REMOVAL AREA
25	31	16.77± ACRES	10.81± ACRES
29	67	45.00± ACRES	8.41± ACRES